

CERTIFIED COPY

Simpson Curtis

SIMPSON CURTIS
41 Park Square
LEEDS LS1 2NS

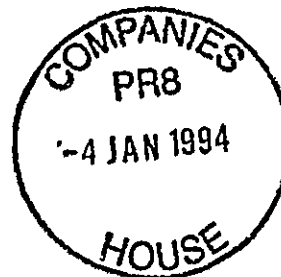
COMPANIES ACTS
WRITTEN RESOLUTIONS
OF
CYTEC UK HOLDINGS LIMITED
COMPANY NUMBER: 2834414

Pursuant to Regulation 53 of Table A contained in the Companies (Tables A to F) Regulations 1985, we, the undersigned, being the sole member of the above Company for the time being entitled to attend and vote at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. THAT the Company's Memorandum of Association be amended by deleting the existing clause 3 and replacing it with the new clause 3, copies of which were in the hands of all the members.
- 1.2 AND THAT the new Articles of Association, copies of which were in the hands of all members, be thereupon adopted to the exclusion of all the existing Articles.

E. Ashman
.....
For and on behalf of
Cytec Global Holdings Inc

Dated 17 December 1993



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Simpson Curtis

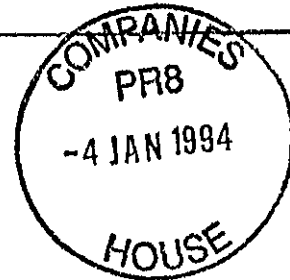
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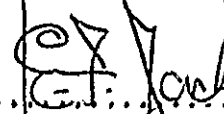
CYTEC UK HOLDINGS LIMITED

COMPANY NUMBER: 2834414



Pursuant to Regulation 53 of Table A contained in the Companies (Tables A to F) Regulations 1985, we, the undersigned, being the sole member of the above Company for the time being entitled to attend and vote at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. **THAT** the Authorised Share Capital of the Company be increased from £1,000 to £20,000,000 by the creation of 19,999,000 additional Ordinary Shares of £1 each, ranking pari passu with the existing Ordinary Shares of £1 each.
2. **THAT:-**
 - 2.1 the Company execute a written resolution of its wholly owned subsidiary Cytec Industries UK Limited ("CYTUK") resolving to accept the offer if made, by Cyanamid of Great Britain Limited to sell its industrial chemicals business to CYTUK, and a written resolution of its wholly owned subsidiary Cytec Aerospace Limited ("CYAL") resolving to accept the offer by Cyanamid to sell its business of manufacture and distribution of advanced materials to industry for amounts in each case equal to the net book values of the respective businesses and further resolving in each case that each of the directors and the Secretary of CYTUK and CYAL respectively be entitled to attend to the matters set out in the written resolution;
 - 2.2 each of the Directors and the Secretary of the Company and any other persons authorised by the Directors of the Company by way of power of attorney be approved, authorised and directed on behalf of the Company to sign such a written resolution.


...G. J. Johnson...
For and on behalf of
Cytec Global Holdings Inc

Dated 17 December... 1993